



43. The allegations in paragraph 43 are legal conclusions to which no response is required; however, to the extent that paragraph 43 of the Counterclaims contains any factual allegation to which Plaintiff must respond, Plaintiff admits the same.

44. The allegations in paragraph 44 are legal conclusions to which no response is required; however, to the extent that paragraph 44 of the Counterclaims contains any factual allegation to which Plaintiff must respond, Plaintiff admits the same.

45. The allegations in paragraph 45 are legal conclusions to which no response is required; however, to the extent that paragraph 45 of the Counterclaims contains any factual allegation to which Plaintiff must respond, Plaintiff admits the same.

46. The allegations in paragraph 46 are legal conclusions to which no response is required; however, to the extent that paragraph 46 of the Counterclaims contains any factual allegation to which Plaintiff must respond, Plaintiff admits the same.

**FIRST COUNTERCLAIM  
(DECLARATORY JUDGMENT OF  
NONINFRINGEMENT OF U.S. PATENT NO. 6,405,181)**

47. NextCard reaffirms and incorporates herein by reference the responses in paragraphs 38-46.

48. Plaintiff denies the allegations in paragraph 48.

**SECOND COUNTERCLAIM  
(DECLARATORY JUDGMENT OF  
INVALIDITY OF U.S. PATENT NO. 6,567,791)**

49. NextCard reaffirms and incorporates herein by reference the responses in paragraphs 38 – 48.

50. Plaintiff denies the allegations in paragraph 50.

**THIRD COUNTERCLAIM  
(DECLARATORY JUDGMENT OF  
NONINFRINGEMENT OF U.S. PATENT NO. 6,567,791)**

51. NextCard reaffirms and incorporates herein by reference the responses in paragraph 38 – 50.

52. Plaintiff denies the allegations in paragraph 52.

**FOURTH COUNTERCLAIM  
(DECLARATORY JUDGMENT OF INVALIDITY OF U.S. PATENT NO. 6,567,791)**

53. NextCard reaffirms and incorporates herein by reference the responses in paragraphs 38 – 52.

54. Plaintiff denies the allegations in paragraph 54.

**FIFTH COUNTERCLAIM  
(DECLARATORY JUDGMENT OF  
NONINFRINGEMENT OF U.S. PATENT NO. 7,143,063)**

55. NextCard reaffirms and incorporates herein by reference the responses in paragraphs 38 – 54.

56. Plaintiff denies the allegations in paragraph 56.

**SIXTH COUNTERCLAIMS  
(DECLARATORY JUDGMENT OF INVALIDITY OF U.S. PATENT NO. 7,143,063)**

57. NextCard reaffirms and incorporates herein by reference the responses in paragraphs 38 – 56.

58. Plaintiff denies the allegations in paragraph 58.

**HARRIS BANK'S PRAYER FOR RELIEF**

Plaintiff denies that Harris Bank is entitled to the relief requested.

**JURY DEMAND**

Pursuant to Rule 38 of the Federal Rules of Civil Procedure, NextCard likewise demands trial by jury of all issues so triable.

**NEXTCARD'S PRAYER FOR RELIEF**

In addition to the relief requested in Plaintiff's Original Complaint, Plaintiff NextCard, LLC respectfully request a judgment against Harris Bank as follows:

- A. That Harris Bank take nothing by its Counterclaims;
- B. That the Court award NextCard its costs and attorneys' fees incurred in defending against these counterclaims; and
- C. Any and all further relief for NextCard as the Court may deem just and proper.

Dated: August 9, 2010

Respectfully Submitted,

By: /s/ George Scott  
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**NEXTCARD, LLC,**

**CERTIFICATE OF ELECTRONIC SERVICE**

This is to certify that all counsel of record who are deemed to have consented to electronic service are being served with a copy of this document via the Court's CM/ECF system per LOCAL RULE CV-5(a)(3) today, August 9, 2010. Any other counsel of record will be served by postage paid, certified first class mail, return receipt requested.

/s/ George Scott